

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

**SCOTT EASOM, ADRIAN HOWARD, and
JOHN NAU, on behalf of themselves and on
behalf of all others similarly situated,**

Plaintiffs,

V.

US WELL SERVICES, LLC

Defendant.

CIVIL ACTION NO. 4:20-CV-02995

DECLARATION OF JOEL BROUSSARD

STATE OF LOUISIANA

PARISH OF LAFAYETTE

I, Joel Broussard, make this Declaration ("Declaration") under the penalty of perjury, pursuant to 28 U.S.C. § 1746, and state as follows:

1. My name is Joel Broussard. I am over eighteen years of age and am fully competent to make this Declaration. The statements in this Declaration are true and correct and are based upon my personal knowledge.

2. I recently held the position of Chairman of the Board of U.S. Well Services, LLC (“USWS”), which was headquartered in Houston, Texas. I was the Chairman of the Board of USWS from April of 2022 until November 1, 2022, when the company was acquired by ProFrac Holdings II, LLC. I also previously served as the President and Chief Executive Officer of USWS and held that position during 2020. Prior to my association with USWS, I was the Chief Executive Officer of Matlin and Partners Acquisition Corporation. I was also Chief Executive

Officer of Gulf Offshore Logistics Holdings, LLC, which provides work vessels for oil and gas exploration and production. In the course of performing my duties in all of these positions, I am familiar with reviewing federal statutory and regulatory requirements.

3. In March 2020, it was my understanding that the sudden and unprecedented collapse in the price of oil in that timeframe was triggered by the rapidly escalating COVID-19 pandemic, which likewise collapsed the demand for oil and gasoline because of the global impact on travel and the economy. With oil prices at historic lows (at times below zero), the cost of production was no longer commercially viable, and USWS's customers quickly decided to curtail or completely shut down the fracking work USWS had been performing at multiple well sites in different parts of the country.

4. With the dramatic loss of work from USWS customers and the survival of the company at stake, I made the decision to begin layoffs. I was familiar with the WARN Act and the notices we sent out in connection with layoffs USWS was previously forced to make in Pennsylvania in 2015.

5. On March 13, 2020, President Trump declared a national emergency because of the COVID-19 pandemic. On the same day of March 13, 2020, Governor Greg Abbot issued a disaster Proclamation for all Texas counties because of COVID-19.

6. In anticipation of potential layoffs, I reviewed the language of the WARN Act online and read that no notice was required if the layoffs were due to a natural disaster. Based on the announcement by President Trump declaring a national emergency, the disaster proclamation from Governor Abbot, the fact that the layoffs were due to COVID-19, and the straightforward language of the law, under the circumstances I believed that USWS was not required to give the standard 60-day notice under the WARN Act, which was not possible as we scrambled to cut

costs to prevent USWS from going out of business or having to declare bankruptcy. In spite of the fast-moving events and the layoff decisions that had to be made, USWS made efforts to keep workers apprised of the rapidly developing situation.

7. Attached as Exhibits A and B to this declaration the notices USWS sent to all employees on March 6, 2020 and March 19, 2020. These are true and correct copies and were maintained in the normal course of USWS's business operations.

8. I certify under penalty of perjury under the laws of the state of the United States of America that I have read the foregoing Declaration and that it is true and correct to the best of my knowledge, information, and belief.

Signed this ^{12/22/2022} ___ day of December 2022.

DocuSigned by:

8C5D8F905842501 JOEL BROUSSARD

From: "Dean Fullerton" <DFullerton@uswellservices.com>
To: "All" <AllEmployees@uswellservices.com>
Bcc: "Dean Fullerton" <DFullerton@uswellservices.com>
Subject: Sent on behalf of Nathan Houston, COO - RIF in Operations and Maintenance in Texas
Date: Fri, 06 Mar 2020 19:10:22 -0000
Importance: Normal
Attachments: Announcement_-_RIF_Operations_Maintenance_03062020.pdf
Inline-Images: image002.png

All USWS Employees:

Please read the attached organizational announcement regarding reductions in force in Operations and Maintenance, sent on behalf of Nathan Houston, COO.

Regards,
Dean

~~District HR: Please post for 15 days on company bulletin boards.~~



Dean Fullerton
Vice President of Human Resources
US Well Services, LLC
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Houston, TX 77056
dfullerton@uswellservices.com
Office: (832) 562-3986
Cell: (281) 507-5804

Using Safety, Working Smarter



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U.S. WELL SERVICES, LLC
1360 Post Oak Blvd, Suite 1800
Houston, TX 77056

March 6, 2020

COMPANY CONFIDENTIAL

To: All USWS Employees

From: Nathan Houston, Chief Operating Officer

Subject: Reduction in Force in Operations and Maintenance Personnel in Texas

Unfortunately we had to lay off 43 employees in Texas or about 6% of our field workforce this week. This was primarily due to late cancellation of work for Fleet 9 amid the continual market deterioration as well as some realignment of our workforce by geography.

In conjunction with these actions, we are also cutting back significantly on crew air travel wherever and whenever we can.

We will continue to seek profitable work during these challenging times while closely watching our headcount including limiting hiring of replacements where and when practical.

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US Well Services Layoff March 2020

Q & A

1. How were individuals selected?

Decisions were based primarily on the need to reduce the number of equipment operator and technical employees in the field and in the shop due to lack of, or reduction in work.

2. What is the termination reason?

Layoff due to lack of work.

3. Who made the decisions?

Combination of leadership within the Maintenance department.

4. Will I be eligible for rehire?

While you are eligible for rehire you should NOT assume that this is temporary as we have no way of knowing whether it is or is not. If we do, USWS will do so based upon the then current business needs, the experience, skills & abilities of available candidates, and a review of performance if a previous employee. As we do today, we reserve the right to choose who, and if, we call anyone back.

5. Will I be paid out my PTO?

Yes, you will be paid out all accrued but unused PTO earned YTD. If you used more than you accrued this will be deducted from your final pay.

6. Is there severance?

No. USWS is providing a guaranteed 40 hours for this week plus another 40 hours of notice pay to hourly employees who have been employed for at least 1 year with the company.

7. When will I get my final paycheck?

Your last check will be mailed via USPS no later than March 12, 2020.

8. When does my medical insurance end?

Your insurance coverage will end on March 31, 2020 at which time you will be eligible to continue it under Cobra if you choose.

Will there be more layoffs in the future?

We will continue to monitor market conditions and evaluate additional changes as conditions dictate. Unfortunately, while we hope that no other changes become necessary, we cannot predict the future with certainty.



U.S. WELL SERVICES, LLC
1360 Post Oak Blvd, Suite 1800
Houston, TX 77056

March 19, 2020

COMPANY CONFIDENTIAL

To: All USWS Employees

From: Joel Broussard, President and CEO

Subject: Workforce Reductions and Cost-Cutting Initiatives

In response to the sharp decline in oil prices and challenging industry outlook resulting in fewer fleets in operation, we are in the process of taking the following actions including reductions in:

1. Field and office workforce via both layoffs and furloughs where prudent.
2. Materials and overhead spending.
3. Salaries of myself as well as our CFO and CAO by 20%.
4. Other areas including stipends for cell phones, vehicles and fuel.

In conjunction with these actions, we have eliminated multiple organizational layers, consolidated functions, and reorganized including the following:

Jeff Bennett, formerly the U.S. Operations Manager has been promoted to VP, Operations and will lead Operations, Maintenance & Power Generation. Engineering will also now report up through Operations. Reporting to Jeff will be Jody Cornette, who will assume the role of Director, Maintenance & Power Generation. Additional organizational announcements and structures will be announced over the next few weeks.

I have confidence that these changes while extremely difficult, will allow us to continue to compete and win profitable work during these challenging times as we focus on providing the quality of service our customers have come to expect.

**EXHIBIT
B**

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